
CHARTER OF
THE BOARD OF DIRECTORS

ROJUKISS INTERNATIONAL
PUBLIC COMPANY LIMITED

Charter of Board of Directors Rojukiss International Public Company Limited

1. Objective

The Board of Directors of Rojukiss International Public Company Limited (the “Company”) plays a significant role in enhancing corporate value and generating sustainable returns on investment for shareholders. The principal duties of the Board of Directors are categorized into two key areas as follows:

- (1) **Formulating the Company’s direction, policies, and business strategies** to ensure that the Company conducts its operations in a manner that maximizes the best interests of its shareholders.
- (2) **Overseeing and monitoring the performance of the management** in order to supervise, review, and assume accountability for the Company’s performance to the shareholders.

The Board of Directors recognizes the importance of good corporate governance in strengthening confidence among shareholders and all stakeholders. Each director shall perform his or her duties with responsibility, honesty, integrity, and due care to prevent the interests of the Company and its subsidiaries, and shall ensure compliance with applicable laws, the Company’s objectives, the Articles of Association, resolutions of the Board of Directors’ meetings, and resolutions of shareholders’ meetings.

Accordingly, at the Board of Directors’ Meeting No. 1/2020 held on 20 July 2020, the Board of Directors resolved to approve and establish this Board of Directors Charter. The objective of this Charter is to ensure that the directors clearly understand their roles, duties, and responsibilities toward the Company’s shareholders, and are able to discharge such duties effectively, efficiently, and with transparency.

2. Composition

2.1 The Board of Directors shall comprise a Chairman, a Vice Chairman, and other directors in a number appropriate to the size of the Company’s business and conducive to effective performance. The total number of directors shall be not less than five (5) and should not exceed twelve (12). Not less than one-half of the total number of directors must reside in the Kingdom of Thailand, and all directors must possess the qualifications as prescribed by applicable laws.

2.2 The structure of the Board of Directors shall include independent directors representing at least one-half of the total number of directors, and in any case not fewer than three (3) persons. The independent directors must be independent from the control of the management and major shareholders and must not have any involvement in or material financial or managerial interest in the Company. They must also possess all qualifications in accordance with the criteria for independent directors as prescribed in the Notification of the Capital Market Supervisory Board regarding the application for and approval of the offering of newly issued shares, and shall have duties and responsibilities as stipulated under applicable laws, notifications, articles of association, and/or relevant regulations.

2.3 The composition of the Board of Directors shall include qualified persons possessing diverse professional skills, knowledge, experience, and specialized expertise beneficial to the Company's and its subsidiaries' business operations, without restriction as to gender, race, religion, age, or professional background.

2.4 The Board of Directors shall appoint one independent director to serve as Chairman of the Board. Where deemed appropriate, the Board may appoint one or more directors to serve as Vice Chairman of the Board.

2.5 The Chief Executive Officer shall be nominated for appointment by the shareholders' meeting to serve as a director of the Board of Directors.

3. Qualifications

3.1 A director must be a person possessing the knowledge, capability, and experience beneficial to the Company's business operations, with honesty, integrity, and ethical conduct in business practices. Each director must also have sufficient time to devote his or her knowledge, abilities, and attention to the performance of duties for the Company.

3.2 A director must possess all qualifications and must not have any prohibited characteristics as prescribed under the law governing public limited companies and the law governing securities and exchange, including relevant notifications, regulations, and/or rules. In addition, a director must not exhibit any characteristics indicating a lack of suitability to be entrusted as a director or executive as prescribed by the Securities and Exchange Commission (the "SEC") and/or the Capital Market Supervisory Board. The director must also be listed in the database system of directors and executives of securities issuing companies in accordance with the notification of the Capital Market Supervisory Board regarding the criteria for listing individuals in such database system.

3.3 A director may hold directorships in other companies; however, such positions must not impede the proper discharge of duties as a director of the Company. **A director may hold directorships in companies listed on the Stock Exchange of Thailand (the “SET”) in an aggregate number not exceeding five (5) listed companies, inclusive of the Company.**

3.4 An independent director must possess qualifications relating to independence as prescribed by the Company and in compliance with applicable laws, notifications, regulations, and/or rules. The independent director must be able to safeguard the interests of all shareholders equally and prevent conflicts of interest. In addition, the independent director must be able to attend Board meetings and express opinions independently.

With respect to **independent directors**, the Company defines an “Independent Director” as a director who is not involved in the management of the Company, is independent from the management and controlling shareholders, and has no business relationship with the Company in a manner that may restrict the exercise of independent judgment. In addition, an Independent Director must possess the following qualifications:

(a) Holding shares *not exceeding one (1) percent* of the total voting rights of the Company, its subsidiaries, associated companies, major shareholders, or controlling persons of the Company, including shares held by related persons of such Independent Director.

(b) Not being or having previously been an executive director, employee, staff member, salaried advisor, or controlling person of the Company, its subsidiaries, associated companies, fellow subsidiaries, major shareholders, or controlling persons of the Company, unless having ceased to possess such characteristics for a period of not less than two (2) years prior to the date of appointment.

(c) Not being a person related by blood or legal registration as a parent, spouse, sibling, or child, including the spouse of a child, of any other director, executive, major shareholder, controlling person, or person nominated for appointment as a director, executive, or controlling person of the Company or its subsidiaries.

(d) Not having or having had any business relationship with the Company, its subsidiaries, associated companies, major shareholders, or controlling persons of the Company in a manner that may interfere with the exercise of independent judgment, and not being or having been a significant shareholder or controlling person of any entity whose directors (other than independent directors) or executives have a business relationship with the Company, its subsidiaries, associated companies, major shareholders, or controlling

persons of the Company, or any juristic person that may have conflicts of interest, unless having ceased to possess such characteristics for a period of not less than two (2) years prior to the date of appointment.

For the purpose of the foregoing paragraph, "business relationship" includes normal commercial transactions undertaken in the ordinary course of business, lease or rental of real property, transactions relating to assets or services, or the provision or receipt of financial assistance through loans, guarantees, provision of assets as collateral, or any similar arrangements which result in the Company or the counterparty having outstanding debt obligations to the other party in an amount equal to or exceeding three (3) percent of the Company's net tangible assets or twenty (20) million Baht, whichever is lower. The calculation of such debt obligations shall be in accordance with the method for calculating the value of connected transactions as prescribed in the Notification of the Stock Exchange of Thailand regarding disclosure of information and acts of listed companies concerning connected transactions, mutatis mutandis. In this regard, debt obligations incurred within one (1) year prior to the date of the business relationship with the same person shall be aggregated.

(e) Not being or having previously been an auditor of the Company, its subsidiaries, associated companies, major shareholders, or controlling persons of the Company, and not being a significant shareholder, controlling person, or partner of an audit firm to which the auditor of the Company, its subsidiaries, associated companies, major shareholders, or controlling persons of the Company belongs, unless having ceased to possess such characteristics for a period of not less than two (2) years prior to the date of appointment.

(f) Not being or having previously been a provider of any professional services, including legal or financial advisory services, receiving service fees exceeding two (2) million Baht per year from the Company, its subsidiaries, associated companies, major shareholders, or controlling persons of the Company, and not being a significant shareholder, controlling person, or partner of such professional service provider, unless having ceased to possess such characteristics for a period of not less than two (2) years prior to the date of appointment.

(g) Not being a director appointed as a representative of a director of the Company, a major shareholder, or a shareholder related to a major shareholder of the Company.

(h) Not conducting any business of the same nature and in significant competition with the Company or its subsidiaries, nor being a significant partner in a partnership, nor being an executive director, employee, staff member, or salaried advisor, nor holding shares exceeding one (1) percent of the total voting rights of any other company conducting a business of the same nature and in significant competition with the Company or its subsidiaries.

(i) Not having any other characteristics that would prevent the expression of independent opinions regarding the Company's operations.

After being duly appointed as an Independent Director possessing the qualifications under items (a) to (i) above, such Independent Director may be assigned by the Board of Directors to participate in decision-making concerning the business operations of the Company, its subsidiaries, associated companies, fellow subsidiaries, major shareholders, controlling persons of the Company, or juristic persons that may have conflicts of interest, provided that such decisions are made collectively.

4. Appointment and Term of Office

4.1 The election of directors shall be conducted in accordance with the Company's Articles of Association and applicable laws. The nomination process shall be transparent and clear, with due consideration given to the nominee's educational background, professional experience, qualifications, and absence of prohibited characteristics. Sufficient supporting information shall be provided to enable the Board of Directors and shareholders to make informed decisions.

4.2 Directors shall hold office for a term of three (3) years. Upon expiration of the term, a director may be considered for re-election for another term.

4.3 At each Annual General Meeting of Shareholders, one-third (1/3) of the directors then in office shall retire. If the number of directors cannot be divided into three equal parts, the number nearest to one-third shall retire.

For the first and second years following the Company's registration as a public limited company, the directors who shall retire by rotation shall be determined by voluntary resignation. If the number of directors volunteering to retire is insufficient, the remaining directors to retire shall be determined by drawing lots. In subsequent years, the directors who have held office for the longest period shall retire.

4.4 In addition to retirement by rotation, a director shall vacate office upon:

- Death;
- Resignation;
- Lacking the qualifications of a director or possessing prohibited characteristics under the law governing public limited companies and/or the law governing securities and exchange;
- Removal by a resolution of the shareholders' meeting passed by not less than three-fourths (3/4) of the votes of the shareholders present and entitled to vote, representing not less than one-half (1/2) of the total shares held by the shareholders present and entitled to vote;
- A court order requiring removal.

4.5 Any director wishing to resign shall submit a written notice of resignation to the Company. The resignation shall be effective from the date on which the resignation letter is received by the Company.

4.6 In the event that a vacancy occurs on the Board of Directors for any reason other than retirement by rotation, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, shall appoint a qualified person who does not possess any prohibited characteristics under the law governing public limited companies and/or the law governing securities and exchange, including relevant notifications, regulations, and/or rules, to fill such vacancy at the next Board meeting, unless the remaining term of the vacating director is less than two (2) months. The person appointed to fill the vacancy shall hold office only for the remaining term of the director whom he or she replaces.

5. Powers, Duties, and Responsibilities

In addition to the primary duties as representatives of the shareholders as stated above, the powers, duties, and responsibilities of the Board of Directors shall be as prescribed by applicable laws, the Company's Articles of Association, and resolutions of the shareholders' meeting, including the following:

5.1 To perform duties with responsibility, due care, and honesty in order to safeguard the interests of the Company, its subsidiaries, and shareholders, and to supervise the operations of the Company and its subsidiaries to ensure compliance with applicable laws, the Company's objectives, the Articles of Association, and resolutions of the shareholders' meeting. The Board shall also ensure that the Company and its subsidiaries comply with their respective policies, applicable business laws, and laws relating to anti-bribery and anti-corruption.

5.2 To perform duties with the responsibility and prudence of a reasonable businessperson under similar circumstances, giving paramount consideration to the best interests of the Company, its subsidiaries, and shareholders.

5.3 To ensure that the Company and its subsidiaries implement appropriate and effective accounting systems, financial reporting systems, and auditing processes, as well as adequate and effective internal control and internal audit systems, including regular assessments of the adequacy of such internal control systems.

5.4 To prepare the balance sheet and statement of profit and loss as of the end of each calendar year, which constitutes the Company's fiscal year, in order to accurately and fairly present the financial position and operating results for the preceding year in accordance with generally accepted accounting standards, and to submit the same to the Annual General Meeting of Shareholders for approval. The Board shall ensure that such financial statements are audited by an auditor approved by the Office of the Securities and Exchange Commission (the "SEC Office") prior to submission to the shareholders' meeting, and shall also ensure the preparation and review of quarterly financial statements.

5.5 To consider and approve the selection and nomination of the auditor and determine appropriate remuneration as proposed by the Audit Committee, prior to submission to the Annual General Meeting of Shareholders for approval.

5.6 To consider, review, examine, and approve the business policies, objectives, operational plans, business direction, strategies, and annual budgets of the Company and its subsidiaries as prepared by the Executive Committee at least once annually, to ensure appropriateness in light of economic, market, and competitive conditions.

5.7 To consider and approve the operations of the Company and its subsidiaries in accordance with the Articles of Association of each company.

5.8 To continuously monitor the performance of the Company and its subsidiaries to ensure alignment with objectives, policies, business plans, and budgets, and to regularly evaluate the performance of the Executive Committee, including determination of remuneration and review of succession planning at least once annually.

5.9 To establish enterprise-wide risk management policies and ensure the implementation of appropriate systems and processes for risk management, including suitable mitigation measures and controls to minimize potential impacts on the Company's and its subsidiaries' businesses.

5.10 To establish governance mechanisms enabling the Company to supervise and be accountable for the management and operations of its subsidiaries as if they were business units of the Company, including measures to monitor subsidiary management in order to safeguard the Company's investment interests in accordance with the Notification of the Capital Market Supervisory Board regarding the application for and approval of the offering of newly issued shares.

5.11 To establish and comply with written corporate governance policies for the Company and its subsidiaries in accordance with good governance principles, and to ensure effective communication and implementation throughout the organization, such as anti-corruption policy, whistleblowing policy, and insider trading policy, in order to ensure fairness and responsibility toward all stakeholders.

5.12 To consider and approve operating expenditures of the Company and its subsidiaries, including the Delegation of Authority.

5.13 To establish written codes of conduct and business ethics as standards for directors, executives, and employees, and to monitor strict compliance therewith.

5.14 To determine the management structure and appoint the Executive Committee, Chief Executive Officer, and other sub-committees as appropriate, including defining their scope of authority, duties, and remuneration. Any delegation of authority must not authorize such persons to consider or approve transactions in which they or persons with potential conflicts of interest have an interest, except where such transactions are in accordance with policies and criteria already approved by the shareholders' meeting or the Board.

5.15 To appoint one or more directors or other persons to carry out any business of the Company under the supervision of the Board, or to delegate authority as deemed appropriate within such period as determined by the Board. The Board may revoke, amend, or modify such authority as appropriate. Such delegation shall not authorize such persons to approve transactions in which they or related persons may

have conflicts of interest, unless such transactions are in the ordinary course of business and on an arm's length basis.

5.16 To determine and amend the authorized signatories binding upon the Company.

5.17 To appoint representatives to serve as directors of subsidiaries in proportion to the Company's shareholding, determine their remuneration and scope of authority, and establish voting frameworks for important matters requiring prior approval from the Board, as well as to supervise subsidiary management and ensure compliance with applicable laws and regulations, including disclosure of financial information, connected transactions, and significant asset acquisitions or disposals.

5.18 To consider and propose the remuneration of the Board as recommended by the Nomination and Remuneration Committee for approval by the shareholders' meeting, taking into account factors such as alignment with the Company's strategy and long-term objectives, experience, responsibilities, scope of duties, and expected benefits. The Company shall not pay any remuneration or other property to directors except as permitted under the Articles of Association or as approved by a shareholders' meeting with votes of not less than two-thirds (2/3) of the total votes of shareholders present.

5.19 To convene Board meetings at least six (6) times per year. Matters of material significance shall be considered at a full Board meeting unless unavoidable circumstances arise. Material matters include those requiring Board approval under applicable laws and regulations, such as significant asset acquisitions or disposals, major investment expansions, connected transactions, delegation of authority, and financial and risk management policies.

5.20 To appoint a Company Secretary and define his or her scope of duties, including maintaining statutory registers, preparing meeting notices and minutes of Board and shareholders' meetings, and maintaining records of directors' interests.

5.21 To consider and approve transactions relating to the acquisition or disposition of assets of the Company or its subsidiaries, investments in new businesses, and any actions required under applicable laws, notifications, regulations, and/or rules of the Securities and Exchange Commission (the "SEC"), the Capital Market Supervisory Board, the Office of the SEC, and/or the Stock Exchange of Thailand (the "SET"), including other relevant rules and regulations.

5.22 To consider and/or provide opinions on connected transactions between the Company, its subsidiaries, and connected persons as prescribed under the Securities and Exchange Law, including applicable notifications, regulations, and/or rules of the SEC, the Capital Market Supervisory Board, the Office of the SEC, and/or the SET; and to consider and approve in principle commercial agreements under general trading conditions for transactions entered into between the Company, its subsidiaries, or associated companies and directors, executives, or related persons, in order to establish an operational framework authorizing the Executive Committee and management to undertake such transactions within the scope permitted by applicable laws and regulations. The Board shall also consider and/or provide opinions on the Company's entry into transactions (where the transaction size does not require shareholder approval) to ensure compliance with relevant laws, notifications, rules, and regulations.

5.23 To supervise, monitor, and prevent conflicts of interest among the Company's stakeholders and those of its subsidiaries, and to resolve any conflicts of interest, including the improper use of assets of the Company and its subsidiaries and any improper conduct in connected transactions between related persons and the Company and/or its subsidiaries.

5.24 To ensure that the structure and practices of the Board of Directors and its subcommittees appropriately support effective corporate governance and are adaptable when necessary.

5.25 To convene the Annual General Meeting of Shareholders within four (4) months from the end of the Company's fiscal year.

5.26 To ensure appropriate disclosure of information to stakeholders, persons with conflicts of interest, and related parties, including the proper disclosure of material information to shareholders in the financial statements and reports submitted for shareholder consideration. Such information shall first be disseminated through the SET's system and may additionally be published on the Company's website. The Board shall designate a responsible person for providing information to investors and ensure that disclosures are accurate, complete, appropriate, and timely.

5.27 To prepare the Board of Directors' annual report and assume responsibility for the preparation and disclosure of the financial statements to present the Company's financial position and operating results for the preceding year, and to submit the same to the shareholders' meeting for consideration and approval.

5.28 To obtain independent opinions from professional advisors when deemed necessary at the expense of the Company or its subsidiaries, in accordance with the Company's or its subsidiaries' internal procedures.

5.29 To be jointly liable to persons trading in the Company's securities for any damages arising from disclosures to shareholders or the public that contain materially false statements or omit material facts required to be disclosed under the Securities and Exchange Law, unless such director can prove that, by virtue of his or her position, he or she could not have been aware of the inaccuracy or omission of such material information.

5.30 To notify the Company of any relationships, shareholdings or debenture holdings in the Company, its subsidiaries, or associated companies, and any transactions of directors and executives, including their related persons, with the Company or its subsidiaries that may give rise to conflicts of interest; and to refrain from entering into transactions that may result in conflicts of interest with the Company or its subsidiaries. Such disclosures shall be made accurately, completely, appropriately, and in a timely manner.

5.31 To be jointly liable for any damages incurred by the Company in accordance with the provisions prescribed under the Public Limited Companies Law.

5.32 To consider and approve the payment of interim dividends to shareholders when the Company has sufficient profits to do so, and to report such interim dividend payment to the shareholders at the next shareholders' meeting.

5.33 To promote the organization of orientation programs for newly appointed directors and to encourage directors' continuous professional development.

5.34 To perform any other duties relating to the Company's business as assigned by the shareholders.

5.35 To review the Board of Directors' Charter at least once annually.

6. Meetings

6.1 Board meetings shall be conducted in accordance with applicable laws and the Company's Articles of Association. A quorum shall consist of not less than one-half of the total number of directors. In the absence of the Chairman, the Vice Chairman shall preside; otherwise, the directors present shall elect one director to preside. Meetings may be conducted via electronic means in compliance with applicable laws and security standards.

6.2 Resolutions shall be passed by majority vote, with each director having one vote, except that a director with a conflict of interest shall not vote. In the event of a tie, the Chairman shall have a casting vote. Any dissenting opinion shall be recorded in the minutes.

6.3 The Board of Directors shall convene at least six (6) meetings per year. The Chairman of the Board shall call the Board meetings and shall schedule the meeting dates in advance for the entire year to ensure that all directors are able to allocate sufficient time to attend the meetings collectively. Additional special meetings may be convened as necessary. In cases of necessity, two (2) or more directors may request the Chairman to convene a Board meeting. In such case, the Chairman shall determine the meeting date within fourteen (14) days from the date of receipt of such request.

6.4 The Chairman of the Board or a director designated by the Chairman shall determine the date, time, and venue of the Board meeting. The meeting venue may be at a location other than the Company's head office or neighboring provinces. If the Chairman or the designated director does not specify a meeting venue, the Company's head office shall be deemed the meeting venue.

6.5 The Chairman of the Board and the Chief Executive Officer (or Chairman of the Executive Committee, as applicable) shall oversee and approve the determination of the meeting agenda.

6.6 In calling a Board meeting, the Chairman or the Company Secretary shall deliver the notice of meeting together with the agenda and supporting documents to the directors by registered mail, by hand delivery, or by electronic means, specifying the date, time, venue, and matters to be discussed. Such notice shall be delivered at least seven (7) days prior to the meeting date to allow directors sufficient time for prior review. In the case of an electronic meeting, such information shall also be specified in the notice of meeting.

6.7 The Chairman of the Board shall preside over the meeting and shall ensure that sufficient time is allocated for each agenda item to allow directors to freely express their views and opinions on significant matters, with due regard to the fair interests of shareholders and stakeholders.

6.8 In considering any matter, directors shall have the right to review or inspect relevant documents and to request that members of the management team concerned attend the meeting to provide clarification and additional details.

6.9 The Company Secretary shall record and prepare the minutes of the meeting within fourteen (14) days, maintain the minutes and supporting documents, and support and follow up to ensure that the Board of Directors performs its duties in compliance with applicable laws, the Company's Articles of Association, and the resolutions of the shareholders' meeting, as well as coordinate with relevant parties.

7. Board Performance Evaluation

The performance of the Board shall be evaluated annually, both collectively and individually, to enhance effectiveness for the benefit of shareholders and the organization. The criteria, procedures, and overall results shall be disclosed in the Annual Report.

8. Skill Development and Training

The Company shall support the continuous development of directors' knowledge and competencies through appropriate programs, including training and performance assessments, on a regular basis.

This Board of Directors Charter shall be effective from 13 November 2025 onwards, pursuant to the resolution of the Board of Directors' Meeting No. 6/2025 held on 12 November 2025.